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Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

Chapter 11

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

**MOTION FOR ORDER
 AUTHORIZING CONTINUED
 EMPLOYMENT AND RETENTION
 OF DEBTORS' PROFESSIONALS
 FROM DECEMBER 15, 2006**

Affects:

- ☒ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA Capital First Trust Deed Fund, LLC

**Date: December 15, 2006
 Time: 9:30 a.m.**

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USA Commercial Mortgage Company, USA Capital Realty Advisors, LLC, USA Securities, LLC, USA Capital Diversified Trust Deed Fund, LLC, and USA Capital First Trust Deed Fund, LLC (collectively “Debtors”), hereby petition the Court for an interim order granting the Debtors’ Motion for Order Authorizing (I) the Employment and Retention of Mesirow Financial Interim Management, LLC as Crisis Managers for the Debtors, and (II) the Designation of Thomas J. Allison of Mesirow Financial Interim Management, LLC as Chief Restructuring Officer for the Debtors and the Employment of Certain Temporary Employees (the “Mesirow Application,” Docket No. 6), the Application by Debtors and Debtors-in-Possession for Authorization to Retain and Employ Schwartzer & McPherson Law Firm as Counsel Under General Retainer (the “S&M Application,” Docket No. 21), and the Application to Employ Ray Quinney & Nebeker P.C. as Counsel for the Debtors (the “RQN Application,” Docket No. 23) (collectively, the “Employment Applications”). The Court has previously granted the Employment Applications (Docket Nos. 26, 474, 475, 890, 1137, and 1708), most recently entering an order authorizing the retention and employment of the Debtors’ Professionals through December 15, 2006, and ordering that the Court would consider further extensions of the Employment Applications of the Debtors’ Professionals at the December 15, 2006 hearing. A copy of the Order entered October 31, 2006 is attached as **Exhibit “1.”**

Much as taken place since the Court issued its order granting the Employment Applications and authorizing the retention and employment of the Debtors’ Professionals through December 15, 2006. Primarily, the Debtors have vigorously negotiated and filed their Third Amended Joint Chapter 11 Plan of Reorganization (the “Plan”), obtained Court approval of the related Disclosure Statement, mailed ballots for voting on the Plan, continued marketing certain assets, secured a stalking horse bid for those assets and conducted an auction of those assets that secured a winning bid with value in excess of \$67 million dollars (significantly in excess of the stalking horse bid), continued servicing the loans and making distributions to Direct Lenders, and are rapidly working towards confirmation of the Plan with a Confirmation Hearing scheduled for December 19, 2006.

Because the Court’s latest order (entered October 31, 2006) authorizes the retention and employment of the Debtors’ Professionals through December 15, 2006, it is necessary that

1 employment and retention of the Debtors' Professionals be extended. The Court's Order entered
2 on October 31, 2006 provided that this Court would consider the continued employment of
3 Debtors' Professionals at the Omnibus Hearing scheduled for December 15, 2006. Therefore, no
4 further notice need be given.

5 The Debtors respectfully request that the Debtors' Professionals' employment and retention
6 be extended from December 15, 2006 through January 31, 2007, and that any further extension of
7 the Debtors' Professionals' retention and employment can be heard at the omnibus hearing
8 scheduled on January 31, 2007 at 9:30 a.m.

9 Respectfully submitted this 11th day of December, 2006.

10
11 /s/ Jeanette E. McPherson

12 Lenard E. Schwartz, Nevada Bar No. 0399
13 Jeanette E. McPherson, Nevada Bar No. 5423
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15 2850 South Jones Boulevard, Suite 1
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EXHIBIT “1”



Entered on Docket
October 31, 2006

Hon. Linda B. Riegle
United States Bankruptcy Judge

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In re:
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Debtor.

Chapter 11

In re:
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,
Debtor.

Jointly Administered Under
Case No. BK-S-06-10725 LBR

In re:
USA CAPITAL FIRST TRUST DEED FUND, LLC,
Debtor.

In re:
USA SECURITIES, LLC,
Debtor.

Affects:
☒ All Debtors
☐ USA Commercial Mortgage Company
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC

Date: September 28, 2006
Time: 9:30 a.m.

INTERIM ORDER GRANTING:

- (1) DEBTORS' MOTION FOR ORDER AUTHORIZING (I) EMPLOYMENT AND RETENTION OF MESIROW FINANCIAL INTERIM MANAGEMENT, LLC AS CRISIS MANAGERS FOR THE DEBTORS AND (II) THE DESIGNATION OF THOMAS J. ALLISON OF MESIROW FINANCIAL INTERIM MANAGEMENT, LLC AS CHIEF RESTRUCTURING OFFICER FOR THE DEBTORS AND THE EMPLOYMENT OF CERTAIN TEMPORARY EMPLOYEES;
(2) APPLICATION BY DEBTOR AND DEBTOR-IN-POSSESSION FOR AUTHORIZATION TO RETAIN AND EMPLOY SCHWARTZER & MCPHERSON LAW FIRM AS COUNSEL UNDER GENERAL RETAINER; AND
(3) DEBTORS' APPLICATION TO EMPLOY RAY QUINNEY & NEBEKER P.C. AS COUNSEL FOR ALL DEBTORS

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Page 2 of 3

1 INTERIM ORDER GRANTING: (I) DEBTORS' MOTION FOR ORDER AUTHORIZING (I)
 2 EMPLOYMENT AND RETENTION OF MESIROW FINANCIAL INTERIM MANAGEMENT, LLC AS
 3 CRISIS MANAGERS FOR THE DEBTORS AND (II) THE DESIGNATION OF THOMAS J. ALLISON OF
 4 MESIROW FINANCIAL INTERIM MANAGEMENT, LLC AS CHIEF RESTRUCTURING OFFICER FOR
 5 THE DEBTORS AND THE EMPLOYMENT OF CERTAIN TEMPORARY EMPLOYEES; (2)
 APPLICATION BY DEBTOR AND DEBTOR-IN-POSSESSION FOR AUTHORIZATION TO RETAIN AND
 EMPLOY SCHWARTZER & McPHERSON LAW FIRM AS COUNSEL UNDER GENERAL RETAINER;
 AND (3) DEBTORS' APPLICATION TO EMPLOY RAY QUINNEY & NEBEKER P.C. AS COUNSEL FOR
 ALL DEBTORS

6 Approved/Disapproved by:
 LEWIS AND ROCA, LLP

Approved/Disapproved by:
 GORDON & SILVER, LTD.


7 By: _____
 8 SUSAN M. FREEMAN, ESQ.
 9 ROB CHARLES, ESQ.
 10 *Counsel for the Official Committee of*
 11 *Unsecured Creditors of USA Commercial*
Mortgage Company

By: _____
 GERALD M. GORDON, ESQ.
 GREGORY E. GARMAN, ESQ.
Counsel for the Official Committee of
Holders of Executory Contract Rights of
USA Commercial Mortgage Company

12 Approved/Disapproved by:
 13 ORRICK, HERRINGTON & SUTCLIFFE LLP
 14 and BECKLEY SINGLETON, CHTD.

Approved/Disapproved by:
 SPUTMAN TREISTER & GLATT, P.C. and
 SHEA & CARLYON, LTD.

15 By: _____
 16 MARC A. LEVINSON, ESQ.
 17 LYNN TRINKA ERNCE, ESQ.
 18 BRETT A. AXELROD, ESQ.
 19 ANNE M. LORADITCH, ESQ.
 20 *Counsel for the Official Committee of*
Equity Security Holders of USA Capital
Diversified Trust Deed Fund, LLC

By:  _____
 FRANK A. MEROLA, ESQ.
 EVE KARASIK, ESQ.
 CHRISTINE PAJAK, ESQ.
 CANDACE C. CARLYON, ESQ.
Counsel for the Official Committee of
Equity Security Holders of USA Capital
First Trust Deed Fund LLC

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____ The court has waived the requirement of approval under LR 9021.

X I have delivered a copy of this proposed order to all counsel who appeared at the hearing, any unrepresented parties who appeared at the hearing, and any trustee appointed in this case, and each has approved or disapproved the order, or failed to respond, as indicated below:

Beckley Singleton/Orrick Herrington

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